



A PROFESSIONAL ASSOCIATION OF ATTORNEYS AT LAW

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2100 MINNESOTA WORLD TRADE CENTER
30 EAST SEVENTH STREET
SAINT PAUL, MINNESOTA 55101-4901
612 222-6321 • FACSIMILE 612 222-8905

Thomas J. Doyle

0100416002

October 27, 1994

18976-C

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary:

I have enclosed two originally executed counterparts and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Partial Release, a secondary document, dated October 3, 1994.

The primary document to which this is connected is recorded under Recordation Number 18976.

The name and address of the party to this document is as follows:

Secured Party: Norwest Bank Minnesota, National Association
Bloomington Office
7900 Xerxes Avenue South
Bloomington, Minnesota 55431

Please also cross-index this Partial Release under the name of NorRail, Inc., 308 12th Avenue South, Buffalo, Minnesota 55313, as this Partial Release releases certain railroad cars from the lien and security interest granted by NorRail, Inc. pursuant to the Security Agreement that was recorded on September 8, 1994 as Recordation Number 18976, under the name NorRail, Inc. as the Debtor.

*Celebrating 50 Years
of Service to Our Clients*

Counterparts Mary R. O'Connell

RECORDED
OCT 27 8 31 AM '94

Page Two
Secretary, Interstate Commerce Commission
October __, 1994

A description of the equipment covered by the document follows:

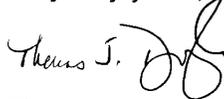
<u>Type of Equipment</u>	<u>Quantity</u>	<u>AAR Designation</u>	<u>Identifying Marks</u>
Pressure differential tank cars manufactured by GATX or Union Tank Car, 2800 cubic foot capacity	39		See attachment A
Pressure differential tank cars manufactured by Union Tank Car, 3800 cubic foot capacity	2		BDNX 386 (Previously UTLX 80386) BDNX 388 (Previously UTLX 80388)

The fee of \$ 21.00 is enclosed for recordation of the above-referenced Partial Release. Please return two originals of the Partial Release, stamped to evidence recording, to the individual who tenders the Partial Release for filing (or if you receive it by mail, to me at the address shown below my signature, below).

A short summary of the document to appear in the index follows: Partial Release dated October 3, 1994, by which Norwest Bank Minnesota, National Association, released certain railroad cars from the lien and security interest granted pursuant to a security agreement between NorRail, Inc. as Debtor and Norwest Bank Minnesota, National Association as Secured Party, dated June 24, 1994 and filed and recorded with the Interstate Commerce Commission on September 8, 1994 as Recordation Number 18976.

I have compared the enclosed copy of the Partial Release with the original of the Partial Release and found the copy to be complete and identical in all respects to the original Partial Release. I declare under penalty of perjury that the foregoing is true and correct.

Very truly yours,



Thomas J. Doyle
4200 First Bank Place, 601 Second Avenue South
Minneapolis, Minnesota 55402-4302

Interstate Commerce Commission
Washington, D.C. 20423

10/26/94

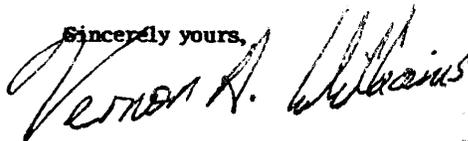
OFFICE OF THE SECRETARY

Thomas J. Doyle
Felhaber Larson Fenlon & Vogt
4200 First Bank Place
601 Second Avenue South
Minneapolis, Minnesota 55402-4302

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/26/94 at 3:40PM, and assigned recordation number(s). 18976-C, 19028-A, B.

Sincerely yours,



Vernon A. Williams
Acting Secretary

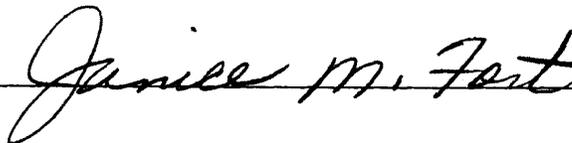
Enclosure(s)

(0100416082)

\$ 84.00

The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18976-C

PARTIAL RELEASE

This Partial Release is dated as of the 3 day of October, 1994, by NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION (the "Secured Party") to and for the benefit of NORRAIL, INC. (the "Owner").

The Owner entered into a Security Agreement with the Secured Party dated June 24, 1994 (the "Security Agreement"), which Security Agreement was filed and recorded with the Interstate Commerce Commission pursuant to the provisions of Section 11303 of the Interstate Commerce Act on September 8, 1994 at 3:45 p.m. and was assigned recordation number 18976.

The Security Agreement covers, among other things, each and every railroad car of every type, kind, name or description now owned or hereafter acquired by the Owner.

The Owner has requested that the Secured Party release from the lien and security interest granted pursuant to the Security Agreement certain specified railroad cars and the Secured Party has agreed to do so.

ACCORDINGLY, the Secured Party hereby releases, terminates, discharges and satisfies its security interest in those certain railroad cars identified and described below:

BDNX 323	BDNX 300	BDNX 326
BDNX 324	BDNX 301	BDNX 386
BDNX 325	BDNX 302	BDNX 388
BDNX 1026	BDNX 303	BDNX 1001
UTLX 80243	BDNX 304	BDNX 1002
UTLX 80246	BDNX 305	BDNX 1004
	BDNX 306	BDNX 1005
	BDNX 307	BDNX 1007
	BDNX 308	BDNX 1008
	BDNX 309	BDNX 1009
	BDNX 312	BDNX 1010
	BDNX 313	BDNX 1012
	BDNX 314	BDNX 1015
	BDNX 315	BDNX 1016
	BDNX 318	BDNX 1018
	BDNX 319	BDNX 1020
	BDNX 320	BDNX 1022

BDNX 321

The Secured Party's security interest in property of the Owner not described above shall remain in full force and effect.

IN WITNESS WHEREOF, the Secured Party has executed this Partial Release of the day and year first above written.

NORWEST BANK MINNESOTA,
NATIONAL ASSOCIATION

By *[Signature]*
Its VICE PRESIDENT

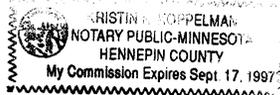
STATE OF MINNESOTA)

) ss.

COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 3 day of October, 1994 by *Andreas Christensen*, the Vice President of Norwest Bank Minnesota, National Association, a national banking association, on behalf of such association.

Kristin K. Koppelman
Notary Public
MKK11ABA.WP5



STATE OF MINNESOTA)
) ss.
COUNTY OF WRIGHT)

AFFIDAVIT

Russell S.Adams, being first duly sworn, on oath states the following:

1. He is Vice President - Sales of NorRail, Inc., a Minnesota corporation ("NorRail"), in that capacity has personal knowledge of the statements made in this Affidavit, and he makes this Affidavit on behalf of NorRail.
2. NorRail acquired the railcars identified on Exhibit A which is attached to and by this reference made a part of this Affidavit.
3. As of the time of NorRail's acquisition of those railcars, their marks were as stated in the column on Exhibit A entitled "Prior Car Numbers."
4. NorRail and each company from which NorRail acquired cars identified on Exhibit A jointly reported to the Associated of American Railroads, Operations and Maintenance Department both the fact of NorRail's purchase of the equipment identified on Exhibit A as that equipment had been re-numbered to have the new Unit Marks and Numbers identified with respect to each railcar on Exhibit A in the column entitled "New Car Numbers."
5. NorRail has since leased the railcars identified on Exhibit A to Baroid Drilling Fluids, Inc., by Master Lease Agreement dated April 1, 1994 (which Lease had subsequently been assigned by NorRail to FBS Business Finance Corporation, a Delaware corporation), and NorRail has sold the railcars identified on Exhibit A to FBS Business Finance Corporation.

Further your affiant saith not.

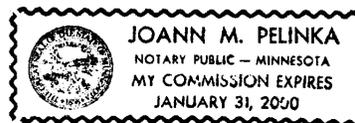
Dated: Oct. 25, 1994.

Subscribed and sworn to before me
this 25th day of October, 1994.

Joann M. Pelinka
Notary Public

Russell S. Adams
Russell S. Adams

STATE OF MINNESOTA)
) ss.
COUNTY OF WRIGHT)



On this 25th day of October, 1994, before me personally appeared Russell S.Adams, to me personally known, who being by me duly sworn, says that he is the Vice President - Sales of NorRail, Inc., a Minnesota corporation, and that the foregoing instrument was signed on behalf of NorRail, Inc. by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of NorRail, Inc.

Joann M. Pelinka
Notary Public

EXHIBIT A TO OCTOBER 25, 1996 AFFIDAVIT OF RUSSELL S. ADAMS

PRIOR CAR NUMBERS	NEW CAR NUMBERS
WSSX1001	BDNX1001
WSSX1002	BDNX1002
WSSX1005	BDNX1005
WSSX1007	BDNX1007
WSSX1008	BDNX1008
WSSX1010	BDNX1010
WSSX1012	BDNX1012
WSSX1016	BDNX1016
WSSX1022	BDNX1022
WSSX1026	BDNX1026

PRIOR CAR NUMBERS	NEW CAR NUMBERS
UTLX80243	UTLX80243
UTLX80246	UTLX80246
UTLX80386	BDNX386
UTLX80388	BDNX388

PRIOR CAR NUMBERS	NEW CAR NUMBERS
BN495022	BDNX300
BN495002	BDNX301
BN495032	BDNX302
BN495040	BDNX303
BN495037	BDNX304
BN495015	BDNX305
BN495004	BDNX306
BN495034	BDNX307
BN495030	BDNX308
BN495036	BDNX309
BN495016	BDNX310 <i>1190</i>
BN495003	BDNX311 <i>1110</i>
BN495041	BDNX312
BN495021	BDNX313
BN495005	BDNX314
BN495006	BDNX315
BN495028	BDNX316 <i>1110</i>
BN495014	BDNX317 <i>1110</i>
BN495019	BDNX318
BN495029	BDNX319

PRIOR CAR NUMBERS	NEW CAR NUMBERS
WSSX1004	BDNX1004
WSSX1009	BDNX1009
WSSX1015	BDNX1015
WSSX1018	BDNX1018
WSSX1020	BDNX1020

PRIOR CAR NUMBERS	NEW CAR NUMBERS
BN 495000	BDNX320
BN 495011	BDNX321

PRIOR CAR NUMBERS	NEW CAR NUMBERS
PPGX 12921	BDNX323
PPGX 12926	BDNX324
PPGX 12952	BDNX325
PPGX 12968	BDNX326